

## CLAUSE NOTES

### *Stadiums Tasmania Bill 2021*

## PART 1 – PRELIMINARY

### Clause 1: Short title

This clause sets out the Short Title.

### Clause 2: Commencement

This clause provides the Bill to commence on the day it is proclaimed.

### Clause 3: Interpretation

This clause defines certain terms for the purposes of the Bill.

### Clause 4: Act binds Crown

This clause ensures the Bill binds the Crown.

## PART 2 – STADIUMS TASMANIA

### Clause 5: Establishment of Stadiums Tasmania

This clause establishes Stadiums Tasmania.

### Clause 6: Functions of Authority

This clause specifies the functions of the Authority. These functions encompass the strategy, business planning and social responsibilities that must all be integrated into the Authority's day-to-day operations.

### Clause 7: Powers of Authority

This clause specifies the powers of the Authority. The powers included in this Bill are derived from the "Powers of Government Business Enterprise" in the Government Business Enterprises Act 1995.

## PART 3 – BOARD OF STADIUMS TASMANIA

### *Division 1 – Board*

### Clause 8: Board of Authority

This clause establishes the Board of the Authority. This clause specifies that the Board membership is to comprise of at least five but not more than seven members, including the chairperson, who are to be appointed by the Minister, and who may serve up to three consecutive three-year terms.

This clause further specifies that the chairperson and other Board members are to be selected following a public process. The clause also specifies the expertise that the Board members are to collectively possess.

This clause is similar the Board provisions in the *Brand Tasmania Act 2018* and *Tasmanian Museum and Art Gallery Act 2017*.

#### Clause 9: Responsibilities and powers of Board

This clause sets out the responsibilities and powers of the Board. The Board is responsible to the Minister and Treasurer for the exercise and performance of the Authority's powers and functions.

#### Clause 10: Delegation

This clause provides the Board with the power to delegate any of the Authority's functions and powers (other than the power of delegation). Functions and powers can be delegated to a member of the Board, the chief executive officer, an employee of the Authority or a Committee.

This clause is similar the Board provisions in the *Brand Tasmania Act 2018* and *Tasmanian Museum and Art Gallery Act 2017*.

#### Clause 11: Duty of Board to notify of developments

This clause requires the Board to notify the Minister and Treasurer as soon as practicable of developments which may have a significant impact on the Authority's functions, powers, performance objectives, financial viability, and/or operating ability.

This clause is similar the Board provisions in the *Brand Tasmania Act 2018*.

#### Clause 12: Protection from liability

This clause provides protection from liability for any member of the Board when acting in good faith in exercising or performing any of the responsibilities as a Board member. The Crown and the Board are not precluded from incurring any liability that a member would, but for this subsection, incur.

This clause is similar the Board provisions in the *Brand Tasmania Act 2018* and *Tasmanian Museum and Art Gallery (TMAG) Act 2017*.

#### Clause 13: Committees

This clause states that the Board may establish Committees to provide advice to the Board. Committees must provide the Board with advice on any matter referred to it, and is to perform any functions, and may exercise any powers, delegated to it by the Board.

#### Clause 14: Assistance and facilities

This clause specifies that the Authority may arrange for assistance and facilities to be provided by the Secretary of the Department, another Head of Agency or any other person, and details how the related expenses will be met.

## *Division 2 – Strategic oversight and direction of Board*

### Clause 15: Ministerial statement of expectations

This clause specifies that the Minister is to issue a statement of expectations to the Authority on a triennial basis, which is to be similar to those that are issued for a Government Business Enterprise. The intent of this instrument is to allow Government to provide more detail on its expectations for the Authority within the context of its functions and powers.

### Clause 16: Ministerial directions

This clause specifies that the Minister is able to provide direction to the Board regarding the discharge of the Board's responsibilities. All directions are to be in writing, and the Minister is to table a Ministerial direction in Parliament within 10 sitting days after it is given. In preparing a direction, the Minister is to have regard to the Authority's functions and powers, and the Ministerial statement of expectations.

### Clause 17: Strategic plans

This clause requires the Board to prepare a strategic plan. The strategic plan must cover a period of at least three years. The Board is to submit a draft of the strategic plan to the Minister for approval. Once approved by the Minister, the Board is to act in accordance with the strategic plan.

This clause is similar the provisions in the *Brand Tasmania Act 2018* and *Tasmanian Museum and Art Gallery (TMAG) Act 2017*.

### Clause 18: Contents of strategic plan

This clause details the contents of the strategic plan. A strategic plan is to be consistent with the Ministerial statement of expectations and any Ministerial directions.

The strategic plan is to detail the Authority's objectives and plans for the general management, operations, financial sustainability, maintenance and development of the Authority, as well as the strategies and performance measures for their achievement. The strategic plan is to also detail the strategies for monitoring progress, managing risk and measuring success.

This clause is similar the provisions in the *Brand Tasmania Act 2018*.

### Clause 19: Business plans

This clause specifies that the Board on or before 30 June in each financial year is to prepare a business plan for the following financial year.

A business plan must be consistent with the strategic plan, the Ministerial statement of expectations and any Ministerial directions in effect at the time of the business plan's development. The business plan is to set out how the Board intends to meet its business and financial objectives for the forthcoming financial year.

This clause is similar the provisions in the *Brand Tasmania Act 2018* and *Tasmanian Museum and Art Gallery Act 2017*.

## PART 4 – ADMINISTRATION OF STADIUMS TASMANIA

### Clause 20: Chief executive officer

This clause specifies that a chief executive officer can be appointed by the Minister, based on the recommendation of the Board. This clause is to provide the Authority with key staff to assist with the implementation of the Authority.

The ability for the Minister to appoint the chief executive officer is a temporary, two-year provision to assist with the implementation of the Authority. The ability for the Board then to employ a chief executive officer on an ongoing basis is expected to be included in a subsequent Bill that details organisational and transfer arrangements for the Authority.

It is expected that the Board, chief executive officer and other key staff appointed upon passage of this Bill, will provide expertise and help inform the development of the organisational and transfer provisions for assets, contracts, liabilities and employees in the subsequent Bill.

### Clause 21: Responsibilities of chief executive officer

This clause sets out the responsibilities of the role of chief executive officer. This clause states that the chief executive officer is to be responsible to the Board for the general administration and management of the Authority. The chief executive officer is to attend Board meetings as its secretary, unless the Board decides otherwise.

The chief executive officer is to perform and exercise the functions or powers delegated to the position by the Board, or that they are given by this or any other Act. This clause also sets out requirements for the chief executive officer to disclose in writing any direct or indirect pecuniary or other interests to the Board.

### Clause 22: Acting chief executive officer

This clause provides for a person to be appointed by the Minister, upon recommendation of the Board, as acting chief executive officer when the chief executive officer is absent from duty.

### Clause 23: Staff

This clause specifies that the Minister, on the recommendation of the Board, may appoint any other persons that the Board considers necessary for the performance of the Authority's functions.

Similar to clause 20, the ability for the Minister to appoint staff is a temporary, two-year provision to assist with the implementation of the Authority. The ability for the Authority to then employ staff on an ongoing basis is intended to be included in a subsequent Bill, that details organisational and transfer arrangements for the Authority.

It is expected that the Board, chief executive officer and other key staff appointed upon passage of this Bill, will provide expertise and help inform the development of the organisational and transfer provisions for assets, contracts, liabilities and employees in the subsequent Bill.

## PART 5 – FINANCIAL PROVISIONS

### Clause 24: Treasurer's instructions

This clause specifies the Treasurer's Instructions made under the *Financial Management Act 2016* apply to the Board, but may be amended with the Treasurer's consent if this is justified and reflects the needs of the Board in order to meet its obligations under the Act.

### Clause 25: Accounts

This clause allows the Board to open bank accounts.

### Clause 26: Funds

This clause allows for the funds received and generated by the Authority, to be used by the Authority for the payment of operational expenses. The clause also allows for the Treasurer to lend the Authority such money as the Treasurer considers appropriate.

### Clause 27: Investment

This clause allows the Board to invest its funds in a manner consistent with sound commercial practice and any instructions issued by the Minister.

This clause is similar the provisions in the *Tasmanian Museum and Art Gallery Act 2017*.

### Clause 28: Borrowing from Treasurer

This clause details the circumstances in which the Treasurer may lend money to the Authority.

This clause is similar the provisions in the *Macquarie Point Development Corporation Act 2012*.

### Clause 29: Capital contribution by Treasurer

This clause allows the Treasurer to make a capital contribution to the Authority.

This clause is similar the provisions in the *Macquarie Point Development Corporation Act 2012*.

### Clause 30: Borrowing from person other than Treasurer

Details the circumstances in which the Authority may borrow from a person other than the Treasurer and provides for the Treasurer to guarantee a payment or repayment to a person from which the Authority borrows or obtains financial accommodation.

This clause is similar the provisions in the *Macquarie Point Development Corporation Act 2012*.

### Clause 31: Accounting records

This clause states that the Board is required to keep accounting records in accordance with this clause for a period of not less than seven years.

## PART 6 – MISCELLANEOUS

### Clause 32: Annual reports

This clause states that the Board is to prepare an annual report for the Authority. The annual report is to summarise the activities, performance and financials of the Authority, and the Board's achievement in meeting the business and strategic plan for the year.

Clause 33: Regulations

This clause allows for the making of regulations, in particular to prescribe rates and fees that may be charged by the Authority, and for savings or transitional matters.

Clause 34: Administration of Act

This clause specifies that the administration of the Act is assigned to the Minister for State Development, with the Department of State Growth as the responsible department after the commencement day.

## SCHEDULE I – MEMBERS OF THE BOARD

Clause 1: Term of office

This clause specifies the term of office for members of the Board.

Clause 2: Holding other office

This clause specifies that persons who hold an office and who must devote their time to their employment are not disqualified from being a member of the Board and can accept remuneration for being a Board member.

Clause 3: State service employment

This clause specifies that a person may be a Board member in conjunction with State Service employment.

Clause 4: Remuneration and conditions of appointment

This clause specifies that the Board is to be remunerated and paid allowances as determined by the Minister. A State Service employee or officer is not entitled to remuneration or allowances unless approved by the Minister administering the *State Service Act 2000*. A member holds office on the conditions of their instrument of employment where these are not provided for in the Act.

Clause 5: Vacation of office

This clause sets out the circumstances upon which a member of the Board vacates office.

Clause 6: Filling of vacancies

This clause sets out the provision for the filling of vacancies to the Board.

Clause 7: Validation of proceedings &c.

This clause validates proceedings of the Board notwithstanding that there might be a vacancy or a defect in the appointment of a member, or a person has been disqualified, or is incapable of being a member of the Board.

Clause 8: Presumptions

This clause sets out that, unless there is contrary evidence, proof is not required of the constitution of the Board or the appointment of any member.

## SCHEDULE 2 – MEETINGS OF BOARD

### Clause 1: Convening of meetings

This clause establishes the requirements for convening meetings of the Board.

### Clause 2: Presiding at meetings

This clause provides that the chairperson, unless absent, is to preside over meetings of the Board.

### Clause 3: Quorum and voting at meetings

This clause sets out the requirements for the formation of a quorum to transact business of the Board and the voting of Board members at Board meetings.

### Clause 4: Conduct of meetings

This clause specifies the conduct of meetings of the Board. The Board may invite any person to a meeting to advise or inform the Board on any matter. This clause also sets out the means by which Board members may be permitted to participate in meetings.

### Clause 5: Absences

This clause sets out requirements for addressing absences of Board members from meetings of the Board.

### Clause 6: Minutes

This clause requires the Board to keep accurate minutes of its meetings.

### Clause 7: Disclosure of interests

This clause sets out the requirements for Board members for the management of declarations of direct and indirect pecuniary or other interests in matters before the Board, including the circumstances in which disclosure is not required.

### Clause 8: General procedure

This clause specifies that, except as set out in the legislation, the Board can regulate its own proceedings.

### Clause 9: Presumptions

This clause sets out that, unless there is contrary evidence, proof is not required of a Board resolution or quorum.

## SCHEDULE 3 – MEMBERSHIP AND MEETINGS OF COMMITTEES

### Clause 1: Membership of Committees

This clause provides the Board the ability to appoint members of a Committee.

### Clause 2: Conditions of appointment

This clause specifies that a member of a committee is entitled to be paid such remuneration

and allowances as the Minister determines. Members hold office for the term, and on the conditions, as specified in their appointment. A member of a committee vacates office when they resign by notice to the Board, or when they are removed by the Board.

#### Clause 3: Meetings

This clause specifies that meetings of a Committee are to be held in accordance with any directions from the Board and the Committee is to comply with those directions.

Committees can seek information, assistance and advice from any person. The Committee must also keep accurate minutes for its proceedings, and except as provided for in the Act, can regulate its own proceedings